

THE TORONTO STOCK EXCHANGE

31/10/68

FILING STATEMENT NO. 1657.
FILED, NOVEMBER 5th, 1968.

TOMBILL MINES LIMITED

Full corporate name of Company

Incorporated under the Companies Act of Ontario by Letters
Patent dated October 7, 1935.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous

Filing Statement No. 1559.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Subject to the approval by the shareholders of Hudson Bay Mining and Smelting Co. Limited of a by-law increasing its capital, Hudson Bay has agreed to purchase, and Sylvite of Canada Ltd. has agreed to sell, all property and assets of Sylvite to Hudson Bay for 168,138 shares of Hudson Bay. The agreement provides that Sylvite will wind up its affairs and distribute 168,138 shares pro rata to the shareholders of Sylvite (other than Hudson Bay). If these transactions are completed, Tombill Mines Limited, as the holder of 15% equity interest in Sylvite, will receive 51,471 shares of Hudson Bay as its distributive share on the winding up of Sylvite.		
2. Head office address and any other office address.	Head Office - Suite 710-60 Yonge St. Toronto 1, Ont. and Project Manager's Office, Bank of Canada Bldg., Regina, Saskatchewan.		
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<u>President & Director</u> James A. Grant, Suite 710, 60 Yonge St. Toronto. Mining Executive	<u>Vice-President & Project Manager</u> R.V. Tomkins, 65 Haultain Cres., Regina, Saskatchewan. Engineer	<u>Vice-President & Director</u> Sidney H. Robinson, Q.C. 2400 - 44 King St.W. Toronto 1, Ontario. Partner - Holden Murdoch & Co.,
	<u>Secretary-Treasurer & Director</u> H.L. Good, 60 Yonge Street, Toronto 1, Ontario. Chartered Accountant	<u>Director</u> George F. Hayhurst, 55 Eglinton Ave. E., Toronto 7, Ontario. Advertising Executive.	<u>Director</u> Jean Debray, 754 Wilder Cres., Outremont, P.Q. Executive.
	<u>Director</u> Harold A. McKenzie, 330 Broadway, Winnipeg, Manitoba. Vice-President Hudson Bay Mining and Smelting Co. Limited	<u>Director</u> Kenneth S. Dalton, 330 Broadway, Winnipeg, Manitoba. Comptroller, Hudson Bay Mining and Smelting Co. Limited	<u>Director</u> Foster Hewitt, 1 Grenville St., Toronto, Radio Executive
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital - 5,000,000 shares - no par value Issued capital - 4,600,000		
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil		
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	50,000 treasury shares of the Company are under option to R.V. Tomkins, Vice-President and Project Manager of the Company at \$1.25 per share, exercisable retroactively and currently at the rate of 10,000 shares annually over a period of five years, expiring 22nd April, 1970. Other than aforesaid there are no treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale, or option agreement.		

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None																		
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None																		
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	General exploration. No treasury shares are being sold.																		
10. Brief statement of company's chief development work during past year.	The Company conducted exploration work on an optioned group of copper nickel claims in the Nakina area in the Patricia Mining Division. The Company proposes to abandon this option which was acquired in 1966 for \$3,000.00.																		
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None																		
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not Applicable																		
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None																		
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not Applicable																		
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <thead> <tr> <th><u>Names</u></th><th><u>No. of Shares</u></th></tr> </thead> <tbody> <tr> <td>* Hudcana Development Corporation Ltd. 520 Bank of Canada Bldg., Regina, Saskatchewan.</td><td>1,733,700</td></tr> <tr> <td colspan="2">Hudcana Development Corporation Ltd is a subsidiary of Hudson Bay Mining and Smelting Co. Limited.</td></tr> <tr> <td>** Barclay & Crawford Ltd., 48 Yonge Street, Toronto 1, Ontario.</td><td>188,725</td></tr> <tr> <td>** Playfair & Co. Ltd., 60 Yonge Street, Toronto 1, Ontario.</td><td>178,725</td></tr> <tr> <td>** James Richardson & Sons, 173 Portage Ave, East, Winnipeg, Manitoba.</td><td>164,980</td></tr> <tr> <td>** Crown Trust Co. - Trustee, c/o Corporate Trust Dept., 302 Bay Street, Toronto 1, Ontario.</td><td>150,000</td></tr> <tr> <td>* Beneficial Owners</td><td></td></tr> <tr> <td>** Beneficial Owners Unknown</td><td></td></tr> </tbody> </table>	<u>Names</u>	<u>No. of Shares</u>	* Hudcana Development Corporation Ltd. 520 Bank of Canada Bldg., Regina, Saskatchewan.	1,733,700	Hudcana Development Corporation Ltd is a subsidiary of Hudson Bay Mining and Smelting Co. Limited.		** Barclay & Crawford Ltd., 48 Yonge Street, Toronto 1, Ontario.	188,725	** Playfair & Co. Ltd., 60 Yonge Street, Toronto 1, Ontario.	178,725	** James Richardson & Sons, 173 Portage Ave, East, Winnipeg, Manitoba.	164,980	** Crown Trust Co. - Trustee, c/o Corporate Trust Dept., 302 Bay Street, Toronto 1, Ontario.	150,000	* Beneficial Owners		** Beneficial Owners Unknown	
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FINANCIAL STATEMENTS

EXHIBIT A

TOMBILL, MINES LIMITED

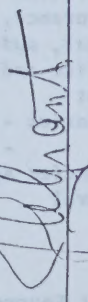
(Incorporated under the laws of the Province of Ontario)

INTERIM BALANCE SHEET AS AT 30TH SEPTEMBER 1968

ASSETS		LIABILITIES	
Current:		Current:	
Cash	\$ 3,698	Accounts payable and accrued	\$ 4,000
Accounts receivable	2,061		
Investments in marketable securities - at book value		Capital Stock (Note 2):	
(quoted market value \$138,500)	54,110	Authorized - 5,000,000 shares of no par value	
Short term notes and accrued interest	91,652		
	<u>151,521</u>	Issued - 4,600,000 shares including 640,000 shares issued for cash during nine months ended 30th September 1968	3,769,000
Investments in Associated Companies:			
750,000 shares of Sylvite of Canada Ltd. - valued at the cost of acquisition of Western Canada potash properties and mineral rights	297,262	Earned Surplus	252,639
Francana Minerals Ltd. - acquired for cash (Note 1)	<u>1,000,000</u>		
Other Investments - at cost:			
Advances to and vendor's share interest in affiliated mining company	29,114		
Province of Ontario Mining Properties - at cost	<u>1,191,262</u>		
Furniture and Equipment - at cost	3,756		
Deferred Exploration, Development and Other Expenditures (Net) - Exhibit B	<u>1,352,724</u>		

- Notes:
- During the nine months ended 30th September 1968 Tombill Mines Limited purchased at par of \$10 each, 64,000 preference shares of Francana Minerals Ltd. The Company now holds 200,000 common shares and 80,000 preference shares of Francana Minerals Ltd.
 - 50,000 treasury shares of the Company are under option to an officer of the Company at \$1.25 per share, expiring 22nd April 1970.

Approved on behalf of the Board:

 Director

 Director

\$ 4,025,639

\$ 4,025,639

TOMBILL MINES LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FROM 1ST JANUARY TO 30TH SEPTEMBER 1968

Source of Funds:		
Proceeds from issue of 640,000 treasury shares at \$1.00 per share		\$ 640,000
Application of Funds:		
Investment in associated company -		
64,000 preference shares of Francana Minerals Ltd. at \$10.00 per share	\$ 640,000	
Advance to affiliated mining company	82	
Purchase of furniture and equipment	32	
Net deferred exploration, development and other expenditures	<u>59,551</u>	<u>699,665</u>
Net decrease in Working Capital		\$ 59,665
Working Capital - 31st December 1967		
Current assets	\$ 214,638	
Current liabilities	<u>7,452</u>	<u>207,186</u>
Working Capital - 30th September 1968		
Current assets	151,521	
Current liabilities	<u>4,000</u>	<u>147,521</u>
Net decrease in Working Capital		\$ 59,665

TOMBILL MINES LIMITED
INTERIM STATEMENT OF DEFERRED EXPLORATION
DEVELOPMENT AND OTHER EXPENDITURES
FOR THE NINE MONTHS ENDED 30TH SEPTEMBER 1968

Nakina Project:		
Option payment, staking of claims, diamond drilling, salaries and wages, camp supplies, expenses, etc.		\$ 35,440
Ontario Property:		
Engineering fees and expenses	\$ 1,553	
Taxes	<u>337</u>	<u>1,890</u>
Administrative and General:		
Annual meeting, reports and expenses	2,637	
Advertising	414	
Directors' expenses	214	
Insurance, licenses and fees	324	
Legal, audit and accounting fees	5,720	
Office and general expenses (net)	1,515	
Rent	2,798	
Salaries - executive	11,700	
- office	3,043	
Transfer agent and registrar	579	
Travel	<u>369</u>	<u>29,313</u>
Gross Expenditure		66,643
Deduct Revenue:		
Interest earned	6,250	
Other	<u>842</u>	<u>7,092</u>
Net Expenditure		59,551
Balance forward from 31st December 1967		<u>1,293,173</u>
Total Net Expenditure to 30th September 1968		<u>1,352,724</u>

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Hudcana Development Corporation Ltd. are in a position to materially affect control of the Company.																																																			
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Investments in the shares or other securities of other companies as at 30th September, 1968 <table><tr><th>Security</th><th>Book Value</th><th>Market Value</th></tr><tr><td>60,000 shares in Glen Echo Mines Limited</td><td>\$ 5,225.</td><td>\$ 1,800.</td></tr><tr><td>500,000 shares in Gulch Mines Limited</td><td>58,096.</td><td>130,000.</td></tr><tr><td>Government of Canada Bonds - \$2,000 4½% 1 September 1983</td><td>1,817.</td><td>1,700.</td></tr><tr><td></td><td>65,138.</td><td>\$ 133,500.</td></tr><tr><td>Less - Reserve for Investments</td><td>11,029.</td><td></td></tr><tr><td></td><td>\$ 54,109.</td><td></td></tr><tr><td>Short Term Notes Receivable:</td><td></td><td></td></tr><tr><td>Credit Foncier 7-1/8%</td><td>\$ 81,000.</td><td>\$ 81,000.</td></tr><tr><td>Bank Deposit Receipts 6%</td><td>10,000.</td><td>10,000.</td></tr><tr><td></td><td>\$ 91,000.</td><td>\$ 91,000.</td></tr><tr><td>Other Investments:</td><td></td><td></td></tr><tr><td>732,226 shares in Craskie Mines Limited</td><td>\$ 21,129.</td><td>Nil</td></tr><tr><td>16,000 shares in Maylac Gold Mines Ltd.</td><td>1.</td><td>Nil</td></tr><tr><td></td><td>21,130.</td><td></td></tr><tr><td>Advances to Craskie Mines Limited</td><td>7,612.</td><td></td></tr><tr><td></td><td>\$ 28,742.</td><td></td></tr></table>	Security	Book Value	Market Value	60,000 shares in Glen Echo Mines Limited	\$ 5,225.	\$ 1,800.	500,000 shares in Gulch Mines Limited	58,096.	130,000.	Government of Canada Bonds - \$2,000 4½% 1 September 1983	1,817.	1,700.		65,138.	\$ 133,500.	Less - Reserve for Investments	11,029.			\$ 54,109.		Short Term Notes Receivable:			Credit Foncier 7-1/8%	\$ 81,000.	\$ 81,000.	Bank Deposit Receipts 6%	10,000.	10,000.		\$ 91,000.	\$ 91,000.	Other Investments:			732,226 shares in Craskie Mines Limited	\$ 21,129.	Nil	16,000 shares in Maylac Gold Mines Ltd.	1.	Nil		21,130.		Advances to Craskie Mines Limited	7,612.			\$ 28,742.	
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18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.																																																			
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None																																																			
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No other material facts. No shares of the Company are in the course of primary distribution to the public.																																																			

CERTIFICATE OF THE COMPANY

DATED October 28 1968

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed)

"J.A. Grant"

"S.H. Robinson"

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

